



ANNUAL STATEMENT
For the Year Ending December 31, 2011
OF THE CONDITION AND AFFAIRS OF THE

Care Improvement Plus South Central Insurance Company

NAIC Group Code	4443 (Current Period)	4443 (Prior Period)	NAIC Company Code	12567	Employer's ID Number	20-3888112
Organized under the Laws of	Arkansas		State of Domicile or Port of Entry	Arkansas		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[X] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[] N/A[X]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[]	
Incorporated/Organized	01/13/2006		Commenced Business	01/01/2007		
Statutory Home Office	400 West Capitol, Suite 2000 (Street and Number)		Little Rock, AR 72201 (City or Town, State and Zip Code)			
Main Administrative Office			351 W. Camden Street, Suite 100 (Street and Number)			
	Baltimore, MD 21201 (City or Town, State and Zip Code)		(410)625-2200 (Area Code) (Telephone Number)			
Mail Address	351 W. Camden Street, Suite 100 (Street and Number or P.O. Box)		Baltimore, MD 21201 (City or Town, State and Zip Code)			
Primary Location of Books and Records			351 W. Camden Street, Suite 100 (Street and Number)			
	Baltimore, MD 21201 (City or Town, State and Zip Code)		(410)625-2200 (Area Code) (Telephone Number)			
Internet Website Address	www.careimprovementplus.com					
Statutory Statement Contact	Reya Mathew (Name)		(443)872-3040 (Area Code)(Telephone Number)(Extension)			
	rmathew@xlhealth.com (E-Mail Address)		(410)244-8347 (Fax Number)			

OFFICERS

Name	Title
Frederick Clark Dunlap	Chairman, CEO & President
Paul Anthony Serini	Secretary & EVP
Mete Sahin	Treasurer & CFO
Robb Andrew Cohen	CGAO
Daniel Jay Friedman	Assistant Secretary & CLO
Suresh Ramakrishnan	CIO
Laura June Ciavola	Senior VP of Claims & Systems Intergration
Joseph Lee Spruiell	Senior Vice President, Field Operations

OTHERS

DIRECTORS OR TRUSTEES

Frederick Clark Dunlap Paul Anthony Serini
Mete Sahin

State of
County of ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Frederick Clark Dunlap	Paul Anthony Serini	Mete Sahin
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
Chairman, CEO & President	Secretary & EVP	Treasurer & CFO
(Title)	(Title)	(Title)

Subscribed and sworn to before me this
day of , 2012

a. Is this an original filing?
b. If no, 1. State the amendment number
2. Date filed
3. Number of pages attached

Yes[X] No[]

(Notary Public Signature)

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
0199999 Total individuals						
0299998 Premium due and unpaid not individually listed	138,480	12,407	1,874			152,761
0299999 Total group	138,480	12,407	1,874			152,761
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 15) ..	138,480	12,407	1,874			152,761

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
Medco	2,774,475	2,714,580	2,638,713	7,814,994		15,942,762
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables	2,774,475	2,714,580	2,638,713	7,814,994		15,942,762
0299998 Claim Overpayment Receivables - Not Individually Listed	8,321,596	1,347,550	1,428,966	8,702,760	16,006,837	3,794,066
0299999 Subtotal - Claim Overpayment Receivables	8,321,596	1,347,550	1,428,966	8,702,760	16,006,837	3,794,066
0399998 Loans and Advances to Providers - Not Individually Listed						
0399999 Subtotal - Loans and Advances to Providers						
0499998 Capitation Arrangement Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangement Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
0699998 Other Receivables - Not Individually Listed	832,061	816,896	816,741	1,419	2,467,117	
0699999 Subtotal - Other Receivables	832,061	816,896	816,741	1,419	2,467,117	
0799999 Gross health care receivables	11,928,132	4,879,026	4,884,420	16,519,173	18,473,954	19,736,828

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
0299999 Aggregate Accounts Not Individually Listed - Uncovered .....	.....	.....	.....	.....	.....	.....
0399999 Aggregate Accounts Not Individually Listed - Covered	22,617,636	9,468,037	3,402,229	1,291,684	1,954,782	38,734,368
0499999 Subtotals	22,617,636	9,468,037	3,402,229	1,291,684	1,954,782	38,734,368
0599999 Unreported claims and other claim reserves						112,594,502
0699999 Total Amounts Withheld .....						.....
0799999 Total Claims Unpaid						151,328,870
0899999 Accrued Medical Incentive Pool and Bonus Amounts						2,291,768

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Individually listed receivables							
XLHealth	1,918,380					1,918,380	
0199999 Total - Individually listed receivables	1,918,380					1,918,380	
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	1,918,380					1,918,380	

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
	<div>NONE</div>			
0399999 Total gross payables .....	..... X X X .....	.....	.....	.....

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

	1	2	3	4	5	6
Payment Method	Direct Medical Expense Payment	Column 1 as a % of Total Payments	Total Members Covered	Column 3 as a % of Total Members	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups						
2. Intermediaries	15,349,544	1.557	83,665	100.000		15,349,544
3. All other providers						
4. TOTAL Capitation Payments	15,349,544	1.557	83,665	100.000		15,349,544
Other Payments:						
5. Fee-for-service			X X X	X X X		
6. Contractual fee payments	968,738,026	98.251	X X X	X X X		968,738,026
7. Bonus/withhold arrangements - fee-for-service			X X X	X X X		
8. Bonus/withhold arrangements - contractual fee payments	1,893,907	0.192	X X X	X X X		1,893,907
9. Non-contingent salaries			X X X	X X X		
10. Aggregate cost arrangements			X X X	X X X		
11. All other payments			X X X	X X X		
12. TOTAL Other Payments	970,631,933	98.443	X X X	X X X		970,631,933
13. TOTAL (Line 4 plus Line 12)	985,981,477	100.000	X X X	X X X		985,981,477

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
.....	Medical Transportation Management, Inc.	4,957,962	413,163	.....	.....
.....	Avesis	10,391,582	865,965	.....	.....
9999999 Totals		15,349,544	X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment .....	.....	.....	.....	.....	.....	.....
2.	Medical furniture, equipment and fixtures	N O N E		.....	.....	.....	.....
3.	Pharmaceuticals and surgical supplies .....			.....	.....	.....	.....
4.	Durable medical equipment .....			.....	.....	.....	.....
5.	Other property and equipment .....			.....	.....	.....	.....
6.	TOTAL .....	.....	.....	.....	.....	.....	.....



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:
BUSINESS IN THE STATE OF ARKANSAS DURING THE YEAR
NAIC Group Code 4443 NAIC Company Code 12567

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
TOTAL Members at end of:										
1. Prior Year	9,899							9,899		
2. First Quarter	10,649							10,649		
3. Second Quarter	11,254							11,254		
4. Third Quarter	12,071							12,071		
5. Current Year	12,959							12,959		
6. Current Year Member Months	137,988							137,988		
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	305,119							305,119		
8. Non-Physician	91,274							91,274		
9. TOTAL	396,393							396,393		
10. Hospital Patient Days Incurred	39,537							39,537		
11. Number of Inpatient Admissions	5,144							5,144		
12. Health Premiums Written (b)	201,802,283							201,802,283		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	201,802,283							201,802,283		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	121,907,288							121,907,288		
18. Amount Incurred for Provision of Health Care Services	124,845,971							124,845,971		

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....201,802,283



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:
BUSINESS IN THE STATE OF GEORGIA DURING THE YEAR
NAIC Group Code 4443 NAIC Company Code 12567

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
TOTAL Members at end of:										
1. Prior Year	25,486							25,486		
2. First Quarter	26,658							26,658		
3. Second Quarter	28,073							28,073		
4. Third Quarter	29,012							29,012		
5. Current Year	30,262							30,262		
6. Current Year Member Months	337,786							337,786		
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	970,280							970,280		
8. Non-Physician	256,985							256,985		
9. TOTAL	1,227,265							1,227,265		
10. Hospital Patient Days Incurred	116,055							116,055		
11. Number of Inpatient Admissions	14,577							14,577		
12. Health Premiums Written (b)	493,999,377							493,999,377		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	493,999,377							493,999,377		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	388,903,135							388,903,135		
18. Amount Incurred for Provision of Health Care Services	398,277,990							398,277,990		

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....493,999,377



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:
BUSINESS IN THE STATE OF MISSOURI DURING THE YEAR
NAIC Group Code 4443 NAIC Company Code 12567

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
TOTAL Members at end of:										
1. Prior Year	9,622							9,622		
2. First Quarter	9,941							9,941		
3. Second Quarter	9,967							9,967		
4. Third Quarter	10,696							10,696		
5. Current Year	11,378							11,378		
6. Current Year Member Months	124,326							124,326		
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	310,791							310,791		
8. Non-Physician	113,689							113,689		
9. TOTAL	424,480							424,480		
10. Hospital Patient Days Incurred	44,573							44,573		
11. Number of Inpatient Admissions	5,397							5,397		
12. Health Premiums Written (b)	181,822,120							181,822,120		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	181,822,120							181,822,120		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	131,336,216							131,336,216		
18. Amount Incurred for Provision of Health Care Services	134,502,192							134,502,192		

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....181,822,120



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:
BUSINESS IN THE STATE OF SOUTH CAROLINA DURING THE YEAR
NAIC Group Code 4443 NAIC Company Code 12567

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
TOTAL Members at end of:										
1. Prior Year	23,537							23,537		
2. First Quarter	25,709							25,709		
3. Second Quarter	26,856							26,856		
4. Third Quarter	28,000							28,000		
5. Current Year	29,066							29,066		
6. Current Year Member Months	324,462							324,462		
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	869,478							869,478		
8. Non-Physician	239,037							239,037		
9. TOTAL	1,108,515							1,108,515		
10. Hospital Patient Days Incurred	112,665							112,665		
11. Number of Inpatient Admissions	13,173							13,173		
12. Health Premiums Written (b)	474,513,526							474,513,526		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	474,513,526							474,513,526		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	343,834,838							343,834,838		
18. Amount Incurred for Provision of Health Care Services	352,123,281							352,123,281		

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....474,513,526



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:
BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR
NAIC Group Code 4443 NAIC Company Code 12567

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
TOTAL Members at end of:										
1. Prior Year	68,544							68,544		
2. First Quarter	72,957							72,957		
3. Second Quarter	76,150							76,150		
4. Third Quarter	79,779							79,779		
5. Current Year	83,665							83,665		
6. Current Year Member Months	924,562							924,562		
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	2,455,668							2,455,668		
8. Non-Physician	700,985							700,985		
9. TOTAL	3,156,653							3,156,653		
10. Hospital Patient Days Incurred	312,830							312,830		
11. Number of Inpatient Admissions	38,291							38,291		
12. Health Premiums Written (b)	1,352,137,306							1,352,137,306		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	1,352,137,306							1,352,137,306		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	985,981,477							985,981,477		
18. Amount Incurred for Provision of Health Care Services	1,009,749,434							1,009,749,434		

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$...1,352,137,306

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	10	11	12
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsured	Domiciliary Jurisdiction	Type of Reinsurance Assumed	Premiums	Unearned Premiums	Reserve Liability Other Than for Unearned Premiums	Reinsurance Payable on Paid and Unpaid Losses	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
NONE											
0999999 Total (Sum of 0399999 and 0699999)

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by
Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Paid Losses	7 Unpaid Losses
0799999 Total - Life and Annuity .....					.....	.....
Accident and Health - Non-Affiliates - U.S. Non-Affiliates						
21113	13-5459190 ...	01/01/2011	UNITED STATES FIRE INS CO	DE	363,704	142,826
1199999 Subtotal - Accident and Health - Non-Affiliates - U.S. Non-Affiliates					363,704	142,826
1399999 Total - Accident and Health - Non-Affiliates					363,704	142,826
1499999 Total - Accident and Health					363,704	142,826
1599999 Total U.S. (Sum of 0199999, 0499999, 0899999 and 1199999)					363,704	142,826
1699999 Total Non-U.S. (Sum of 0299999, 0599999, 0999999 and 1299999)						
1799999 Total (Sum of 0799999 and 1499999)					363,704	142,826

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Domiciliary Jurisdiction	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates												
21113	13-5459190	01/01/2011	UNITED STATES FIRE INS CO	DE	SSL/A/I	1,414,580						
0499999 Subtotal - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates						1,414,580						
0699999 Total - General Account - Authorized - Non-Affiliates						1,414,580						
0799999 Total - General Account Authorized						1,414,580						
1499999 Total - General Account - Unauthorized												
1599999 Total - General Account - Authorized and Unauthorized						1,414,580						
2299999 Total - Separate Accounts - Authorized												
2999999 Total - Separate Accounts - Unauthorized												
3099999 Total - Separate Accounts - Authorized and Unauthorized												
3199999 Total U.S. (Sum of 0199999, 0499999, 0899999, 1199999, 1699993, 1999999, 2399999 and 2699999)						1,414,580						
3299999 Total Non-U.S. (Sum of 0299999, 0599999, 0999999, 1299999, 1799999, 2099999, 2499999 and 2799999)												
3399999 Total (Sum of 1599999 and 3099999)						1,414,580						

SCHEDULE S - PART 4
Reinsurance Ceded To Unauthorized Companies

1	2	3	4	5	6	7	8	9	Letter of Credit Issuing or Confirming Bank (a)			13	14	15	16	17
									10	11	12					
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Totals (Cols. 5 + 6 + 7)	Letters of Credit	American Bankers Association (ABA) Routing Number	Letter of Credit Code	Bank Name	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Miscellaneous Balances (Credit)	Sum of Cols. 9+13+14 +15+16 But Not in Excess of Col. 8
2599999 Total (Sum of 1599999 and 2299999) X X X ...	. X X X .	..... X X X .....	.....	.....	.....	.....	.....

33

(a)

Code	American Bankers Association (ABA) Routing Number	NONE		me
.....		

SCHEDULE S - PART 5
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2011	2 2010	3 2009	4 2008	5 2007
A. OPERATIONS ITEMS					
1. Premiums					
2. Title XVIII-Medicare	1,415	5,032	3,471	5,815	3,678
3. Title XIX - Medicaid					
4. Commissions and reinsurance expense allowance					
5. TOTAL Hospital and Medical Expenses	(959)	1,352	742	2,182	171
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable	143	1,548	897	785	
8. Reinsurance recoverable on paid losses	364	512	772	632	171
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset					
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)					
13. Letters of credit (L)					
14. Trust agreements (T)					
15. Other (O)					

SCHEDULE S - PART 6
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	296,173,847		296,173,847
2. Accident and health premiums due and unpaid (Line 15)	19,842,869		19,842,869
3. Amounts recoverable from reinsurers (Line 16.1)	363,704	(363,704)	
4. Net credit for ceded reinsurance	X X X	506,530	506,530
5. All other admitted assets (Balance)	53,243,934		53,243,934
6. TOTAL Assets (Line 28)	369,624,354	142,826	369,767,180
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	151,186,044	142,826	151,328,870
8. Accrued medical incentive pool and bonus payments (Line 2)	2,291,768		2,291,768
9. Premiums received in advance (Line 8)	18,584		18,584
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19)			
11. Reinsurance in unauthorized companies (Line 20)			
12. All other liabilities (Balance)	40,293,397		40,293,397
13. TOTAL Liabilities (Line 24)	193,789,793	142,826	193,932,619
14. TOTAL Capital and Surplus (Line 33)	175,834,559	X X X	175,834,559
15. TOTAL Liabilities, Capital and Surplus (Line 34)	369,624,352	142,826	369,767,178
NET CREDIT FOR CEDED REINSURANCE			
16. Claims unpaid	142,826		
17. Accrued medical incentive pool			
18. Premiums received in advance			
19. Reinsurance recoverable on paid losses	363,704		
20. Other ceded reinsurance recoverables			
21. TOTAL Ceded Reinsurance Recoverables	506,530		
22. Premiums receivable			
23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers			
24. Unauthorized reinsurance			
25. Other ceded reinsurance payables/offsets			
26. TOTAL Ceded Reinsurance Payables/Offsets			
27. TOTAL Net Credit for Ceded Reinsurance	506,530		

SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN
ALLOCATED BY STATES AND TERRITORIES

Direct Business only						
States, Etc.		1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts
						6 Totals
1.	Alabama (AL)					
2.	Alaska (AK)					
3.	Arizona (AZ)					
4.	Arkansas (AR)					
5.	California (CA)					
6.	Colorado (CO)					
7.	Connecticut (CT)					
8.	Delaware (DE)					
9.	District of Columbia (DC)					
10.	Florida (FL)					
11.	Georgia (GA)					
12.	Hawaii (HI)					
13.	Idaho (ID)					
14.	Illinois (IL)					
15.	Indiana (IN)					
16.	Iowa (IA)					
17.	Kansas (KS)					
18.	Kentucky (KY)					
19.	Louisiana (LA)					
20.	Maine (ME)					
21.	Maryland (MD)					
22.	Massachusetts (MA)					
23.	Michigan (MI)					
24.	Minnesota (MN)					
25.	Mississippi (MS)					
26.	Missouri (MO)					
27.	Montana (MT)					
28.	Nebraska (NE)					
29.	Nevada (NV)					
30.	New Hampshire (NH)					
31.	New Jersey (NJ)					
32.	New Mexico (NM)					
33.	New York (NY)					
34.	North Carolina (NC)					
35.	North Dakota (ND)					
36.	Ohio (OH)					
37.	Oklahoma (OK)					
38.	Oregon (OR)					
39.	Pennsylvania (PA)					
40.	Rhode Island (RI)					
41.	South Carolina (SC)					
42.	South Dakota (SD)					
43.	Tennessee (TN)					
44.	Texas (TX)					
45.	Utah (UT)					
46.	Vermont (VT)					
47.	Virginia (VA)					
48.	Washington (WA)					
49.	West Virginia (WV)					
50.	Wisconsin (WI)					
51.	Wyoming (WY)					
52.	American Samoa (AS)					
53.	Guam (GU)					
54.	Puerto Rico (PR)					
55.	U.S. Virgin Islands (VI)					
56.	Northern Mariana Islands (MP)					
57.	Canada (CN)					
58.	Aggregate other alien (OT)					
59.	TOTALS					

NONE

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control Ownership, Board, Management, Attorney-in-Fact, Influence, Other	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
4443	XLHEALTH	00000	52-2102846				XLHEALTH CORPORATION	MD	UDP	CORPORESANO HOLDINGS LLC	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000	20-2717264				XLHEALTH TENNESSE, LLC	TN	NIA	XLHEALTH CORPORATION	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	0000	20-0325334				XLHEALTH BIPA, INC	TX	NIA	XLHEALTH CORPORATION	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	0000	52-2111342				XLHEALTH TX, INC	TX	NIA	XLHEALTH CORPORATION	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	0000	20-8375685				CARE IMPROVEMENT PLUS GROUP MANAGEMENT, L	MD	NIA	XLHEALTH CORPORATION	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	0000	20-3029561				LEPRECHAUN HOLDING COMPANY, LLC	DE	NIA	CORPORESANO HOLDINGS LLC	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	12313	20-2412936				CARE IMPROVEMENT PLUS OF MD INC	MD	IA	XLHEALTH CORPORATION	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	12567	20-3888112				CARE IMPROVEMENT PLUS S CENTRAL INS	AR		XLHEALTH CORPORATION	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	12558	20-2576806				CARE IMPROVEMENT PLUS OF TX INS CO	TX	IA	XLHEALTH CORPORATION	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	0000	26-1358634				CARE IMPROVEMENT REINSURANCE CORPORATION OF AMERICA	AZ	NIA	XLHEALTH CORPORATION	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	14041	27-5038136				CARE IMPROVMENT PLUS WISCONSIN INSURANCE	WI	IA	XLHEALTH CORPORATION	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000	20-2576806				CARE IMPROVEMENT ASSOCIATES OF TEXAS, INC	TX	NIA	XLHEALTH CORPORATION	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000	20-2413093				CARE IMPROVEMENT ASSOCIATES OF PENNSYLVANIA, INC	PA	NIA	XLHEALTH CORPORATION	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000	27-3536376				CARE IMPROVEMENT PLUS PRACTITIONERS, LLC	MD	NIA	XLHEALTH CORPORATION	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					XLHEALTH CORPORATION INDIA PRIVATE LIMITED		NIA	XLHEALTH CORPORATION	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000	20-3029561				LEPRECHAUN LLC	TX	NIA	LEPRECHAUN HOLDING COMPANY, LLC	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					LEPRECHAUN DRG CORPORATION	DE	NIA	LEPRECHAUN HOLDING COMPANY, LLC	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000	26-3759015				CORPORESANO HOLDINGS LLC	DE	UIP	MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN)III LP	Ownership	93.2	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MATLINPATTERSON LLC		NIA				MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MATLINPATTERSON ASSET MANAGEMENT LLC		NIA	MATLINPATTERSON LLC	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MATLINPATTERSON GLOBAL PARTNERS III LLC		NIA	MATLINPATTERSON ASSET MANAGEMENT LLC	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MATLIN PATTERSON AMERICREST LP		NIA	MATLINPATTERSON GLOBAL PARTNERS III LLC	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					AMERICREST GROUP, LLC		NIA	MATLIN PATTERSON AMERICREST LP	Ownership	54.2	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MATLINPATTERSON GLOBAL OPPORTUNITY PARTNERS (SPECIAL) III		NIA	MATLINPATTERSON GLOBAL PARTNERS III LLC	Ownership	100.0	MATLINPATTERSON LLC	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control Ownership, Board, Management, Attorney-in-Fact, Influence, Other	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
4443	XLHEALTH	00000					MATLINPATTERSON GLOBAL OPPORTUNITIES INVESTMENTS III LP		NIA	MATLINPATTERSON GLOBAL OPPORTUNITY PARTNERS (SPECIAL) III	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS III LP		NIA	MATLINPATTERSON GLOBAL OPPORTUNITIES INVESTMENTS III LP	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN)III LP		NIA	MATLINPATTERSON GLOBAL PARTNERS III LLC	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					FXI		NIA	MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN)III LP	Ownership	56.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					NETHER INVESTMENTS UA		NIA	MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN)III LP	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					NETHOR INVESTMENTS BV		NIA	NETHER INVESTMENTS UA	Ownership	49.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MP PAPEL INVESTMENTS SARL		NIA	MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN)III LP	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MP PAPEL EQUITY HOLD CO SARL		NIA	MP PAPEL INVESTMENTS SARL	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					PAGARALIA SL		NIA	MP PAPEL EQUITY HOLD CO SARL	Ownership	50.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MP DUCOOL INVESTMENT LP		NIA	MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN)III LP	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MP COOL INVESTMENT LTD		NIA	MP DUCOOL INVESTMENT LP	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					ADVANTIX SYSTEMS		NIA	MP COOL INVESTMENT LTD	Ownership	49.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					STRATUS II		NIA	MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN)III LP	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MP ARROW LEASING LTD		NIA	MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN)III LP	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					COOPERATIVE MP OCEANUS UA		NIA	MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN)III LP	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					OCEANUS LLC		NIA	COOPERATIVE MP OCEANUS UA	Ownership	85.7	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					CRESCENT RESOURCES LLC		NIA	MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN)III LP	Ownership	30.7	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MP CA HOMES LLC		NIA	MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN)III LP	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					STANDARD PACIFIC CORP		NIA	MP CA HOMES LLC	Ownership	49.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MP CDO INVESTMENTS LLC		NIA	MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN)III LP	Ownership	100.0	MATLINPATTERSON LLC	
4443	XLHEALTH	00000					MP CDO INVESTMENTS LTD		NIA	MP CDO INVESTMENTS LLC	Ownership	100.0	MATLINPATTERSON LLC	

39.1

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control Ownership, Board, Management, Attorney-in-Fact, Influence, Other	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
4443 ..	XLHEALTH	00000	.....	.....	.....	.....	KODIAK FUNDING LP .....	.....	.. NIA ..	MP CDO INVESTMENTS LTD .....	..... Ownership .....	..... 25.5	MATLINPATTERSON LLC ..	.....
4443 ..	XLHEALTH	00000	.....	.....	.....	.....	MATLINPATTERSON GLOBAL ADVISERS LLC .....	.....	.. NIA ..	MATLINPATTERSON ASSET MANAGEMENT LLC .....	..... Ownership .....	..... 100.0	MATLINPATTERSON LLC ..	.....
4443 ..	XLHEALTH	00000	.....	.....	.....	.....	MATLINPATTERSON ADVISERS LTD .....	.....	.. NIA ..	MATLINPATTERSON GLOBAL ADVISERS LLC .....	..... Ownership .....	..... 100.0	MATLINPATTERSON LLC ..	.....
4443 ..	XLHEALTH	00000	.....	.....	.....	.....	MATLINPATTERSON ADVISERS (EUROPE)LLP .....	.....	.. NIA ..	MATLINPATTERSON ADVISERS LTD .....	..... Ownership .....	..... 99.9	MATLINPATTERSON LLC ..	.....
4443 ..	XLHEALTH	00000	.....	.....	.....	.....	MATLINPATTERSON GLOBAL AMERICA LATINA CONSULTORIA LTDA .....	.....	.. NIA ..	MATLINPATTERSON ADVISERS (EUROPE)LLP .....	..... Ownership .....	..... 99.9	MATLINPATTERSON LLC ..	.....
Asterisk	Explanation													
0000001	.....												

SCHEDULE Y
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
.. 00000 ..	.. 52-2102846 ..	XLHEALTH CORPORATION .....	.. 25,000,000	.. (4,554,000)	.....	.....	.. 328,870,427	.....	.....	.....	.. 349,316,427	.....
.. 12567 ..	.. 20-3888112 ..	CARE IMPROVEMENT PLUS S CENTRAL INS .....	.. (25,000,000)	.....	.....	.....	.. (240,235,356)	.....	.....	.....	.. (265,235,356)	.....
.. 12313 ..	.. 20-2412936 ..	CARE IMPROVEMENT PLUS OF MD INC .....	.....	.....	.....	.....	.. 4,007,343	.....	.....	.....	.. 4,007,343	.....
.. 12558 ..	.. 20-2576806 ..	CARE IMPROVEMENT PLUS OF TX INS CO .....	.....	.....	.....	.....	.. (92,642,414)	.....	.....	.....	.. (92,642,414)	.....
.. 14041 ..	.. 27-5038136 ..	CARE IMPROVEMENT PLUS WI INS CO .....	.....	.. 4,554,000	.....	.....	.....	.....	.....	.....	.. 4,554,000	.....
9999999 Control Totals .....			.....	.....	.....	.....	..... 0	.....	X X X	.....	..... 0	.....

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES
INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

- MARCH FILING
- 1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1? Yes
 - 2. Will an actuarial opinion be filed by March 1? Yes
 - 3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1? Yes
 - 4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1? Yes

- APRIL FILING
- 5. Will Management's Discussion and Analysis be filed by April 1? Yes
 - 6. Will the Supplemental Investment Risks Interrogatories be filed by April 1? Yes
 - 7. Will the Accident and Health Policy Experience Exhibit be filed by April 1? Yes

- JUNE FILING
- 8. Will an audited financial report be filed by June 1? Yes
 - 9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1? Yes

- AUGUST FILING
- 10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1? Yes

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

- MARCH FILING
- 11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1? No
 - 12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC? No
 - 13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC? No
 - 14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1? No
 - 15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? No
 - 16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? No
 - 17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1? No
 - 18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be file electronically with the NAIC by March 1? No
 - 19. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1? No
 - 20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1? No

- APRIL FILING
- 21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? No
 - 22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC? No
 - 23. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC? No
 - 24. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1? No
 - 25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1? No

- AUGUST FILING
- 26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? Yes

Explanations:

Bar Codes:

Medicare Supplement Insurance Experience Exhibit

1256720113600000 2011 Document Code: 360

Health Life Supplement

1256720112050000 2011 Document Code: 205

Health Property / Casualty Supplement

1256720112070000 2011 Document Code: 207

Schedule SIS

1256720114200000 2011 Document Code: 420

Actuarial Opinion on Participating and Non-Participating Policies

1256720113710000 2011 Document Code: 371

Statement of Non-Guaranteed Elements for Exhibit 5

1256720113700000 2011 Document Code: 370

Medicare Part D Coverage Supplement

1256720113650000 2011 Document Code: 365

Approval for Relief related to five-year rotation for lead Audit Partner

1256720112240000 2011 Document Code: 224

Approval for Relief related to one-year cooling off period for inde. CPA

1256720112250000 2011 Document Code: 225

Approval for Relief related to Require. for Audit Committees

1256720112260000 2011 Document Code: 226

SUPPLEMENTAL EXHIBITS AND SCHEDULES
INTERROGATORIES (continued)

LTC Supplemental Interrogatorries



1256720113060000

2011

Document Code: 306

Health Life Supplement - LHA Guaranty Association Reconciliation



12567201121100000

2011

Document Code: 211

Health Property/Casualty Supplement - Insurance Expense Exhibit



12567201121300000

2011

Document Code: 213

Supplemental Health Care Exhibit



12567201121600000

2011

Document Code: 216

Supplemental Health Care Exhibit's Expense Allocation Report



12567201121700000

2011

Document Code: 217

OVERFLOW PAGE FOR WRITE-INS

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